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*Counsel for Dollar Tree Stores, Inc.*

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
(Richmond Division)**

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In re:	: Chapter 11
	:
CIRCUIT CITY STORES, INC., <i>et al.</i> ,	: Case No. 08-35653 (KRH)
	:
Debtors.	: (Jointly Administered)
	:
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**MOTION FOR LEAVE OF COURT TO ATTEND HEARING BY TELEPHONE**

Dollar Tree Stores, Inc. (“Dollar Tree”), a creditor in the above-captioned chapter 11 cases, by and through its undersigned counsel, and pursuant to the Court’s Order Pursuant to Bankruptcy Code Sections 102 and 105, Bankruptcy Rules 2002 and 9007, and Local Bankruptcy Rules 2002-1 and 9013-1 Establishing Certain Notice, Case Management, and Administrative Procedures, hereby moves for leave of Court to attend the June 3, 2009 hearing by telephone. In support thereof, Dollar Tree states as follows:

1. On November 10, 2008 (the “Petition Date”), the above-captioned debtors and debtors-in-possession (collectively, “Debtors”), filed voluntary petitions in this Court for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).

2. On May 29, 2009, the Debtors filed a motion titled “Debtors’ Motion for Order Pursuant to Bankruptcy Code Sections 105, 363 and 365 (A) Authorizing Debtors to Enter into

Agreement in Connection with Sale and Assignment of Unexpired Lease and Sublease of Nonresidential Real Property, Subject to Higher or Otherwise Better Bids, (B) Approving Termination Fee in Connection Therewith, (C) Approving Sale of Lease and Sublease Free and Clear of All Interests, and (D) Granting Related Relief” (the “Motion”) (Docket No.3474)

3. Dollar Tree is the sublessee of the premises located at 340 West Army Trail Road in Bloomington, Minnesota (the “Premises”).

4. On or about June 2, 2009, Dollar Tree notified Circuit City’s counsel of certain limited reservations it has in connection with the proposed transaction, but has not filed an objection or other response to the Motion. Dollar Tree is in the process of seeking to resolve its limited reservations to the Motion. In the event Dollar Tree is unable to resolve the issues it has brought to the attention of Circuit City’s counsel, Dollar Tree plans to file pleadings in response to the Motion and appear at the hearing thereon.

5. Dollar Tree’s lead counsel, Scott R. Kipnis and Nicholas B. Malito, have been representing Dollar Tree in its discussions with Circuit City’s counsel and have a unique and complete understanding of the facts and circumstances related to the issues raised by Dollar Tree in connection with the Motion. Mr. Kipnis and Mr. Malito have been authorized to appear pro hac vice in this case.

6. On November 13, 2008, the Court entered an Order Pursuant to Bankruptcy Code Sections 102 and 105, Bankruptcy Rules 2002 and 9007, and Local Bankruptcy Rules 2002-1 and 9013-1 Establishing Certain Notice, Case Management, and Administrative Procedures (the “Order”). On page 5 of Exhibit A, the Order states:

(g) Upon request, the Court may allow counsel to listen to a hearing by telephone. If a matter is contested, counsel must attend in person, unless leave of the court is granted on a case by case basis.

7. Mr. Kipnis and Mr. Malito will not be able to appear in person at the hearing or the Motion noticed for June 3, 2009, and Dollar Tree respectfully asks for leave of court pursuant to the Order so that they may appear by telephone with Virginia counsel present in the courtroom.

8. Based on Mr. Kipnis and Mr. Malito's unique knowledge of the facts relating to the lease that is the subject of the Motion, Dollar Tree's interests as a creditor and party in interest would be served by allowing Mr. Kipnis and Mr. Malito to appear by telephone.

WHEREFORE, Dollar Tree Stores, Inc. respectfully requests that this Court grant its Motion and enter an Order substantially in the form annexed hereto permitting Scott R. Kipnis and Nicholas B. Malito to appear and be heard by telephone at the hearing on June 3, 2009 on behalf of Dollar Tree Stores, Inc. and grant such other relief as necessary and appropriate.

Dated: Richmond, Virginia  
June 2, 2009

**DOLLAR TREE STORES, INC.**

*/s/ W. Alexander Burnett*  
By: \_\_\_\_\_  
Of Counsel

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**CERTIFICATE OF SERVICE**

I hereby certify that on June 2, 2009, a true and complete copy of the foregoing Motion for Leave of Court to Attend Hearing by Telephone was served upon all necessary parties electronically using the Court's ECF System, was sent by electronic mail to [circuitcityservice@mcguirewoods.com](mailto:circuitcityservice@mcguirewoods.com) and [project.circuitcity@skadden.com](mailto:project.circuitcity@skadden.com), and was sent by first class mail, postage prepaid, to the entities at the addresses indicated below:

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